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April 7, 1999

BY HAND DELIVERY

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
Portals II
445 Twelfth Street, S.W.
Washington, D.C. 20554

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APR 07 1999

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: Application of SBC Communications, Inc. and
Ameritech Corporation for Authority To Transfer
Control of Certain Licenses and Authorizations, CC
Docket No. 98-141 – Written Ex Parte Presentation

Dear Ms. Salas:

Enclosed for filing are an original and one copy of a letter responding to the Chairman's letter of April 1, 1999 to the chief executive officers of Ameritech Corporation and SBC Communications Inc. Copies of the response are also being served on each of the Commissioners, their legal advisors, the other individuals identified at the end of the letter, and Carol Matthey and Bill Dever of the Common Carrier Bureau.

Respectfully submitted,

Antoinette Cook Bush
Antoinette Cook Bush

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List A B C D E

Exhibit A



ORIGINAL

April 7, 1999

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APR 07 1999

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

The Honorable William E. Kennard
Chairman
Federal Communications Commission
The Portals
445 12th Street, S.W., Room 8B201
Washington, D.C. 20554

Re: Applications of SBC Communications Inc. and
Ameritech Corp. For Transfer of Control (CC Docket
No. 98-141)

Dear Mr. Chairman:

We are taking this opportunity to respond to your letter dated April 1, 1999. Ameritech and SBC are willing to begin a dialogue with the Commission's staff regarding the issues identified in your letter.

We particularly appreciate your personal commitment to complete this process, and the Commission's review of the license transfers for which its approval is required, by the end of June. In light of the fact that the telecommunications industry is changing so rapidly, it is critical that our companies be allowed quickly to begin to deliver the substantial benefits that will result from the merger of Ameritech and SBC. While we are willing to participate in this process to finalize our merger, we would be remiss if we did not point out that we believe that it is important that this process be completed as expeditiously as possible and our concern that a protracted and overly extensive review process, whether it be for our merger or any other merger, does not serve the industry or the Commission well. Indeed, every day that has passed since July 24, 1998, the date our Application was filed with the Commission, has cost customers and the companies millions of dollars in lost benefits.

As you know, SBC and Ameritech have been furnishing the staff (and through them, the Commission) with information about each of the issues identified in your letter on an ongoing basis since we formally filed our merger application on July 24, 1998. We believe that it would be useful at this time to briefly review each of the

The Hon. William E. Kennard

April 7, 1999

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issues and to provide an outline of the extensive information and analysis relevant to each issue provided to date by Ameritech and SBC.

As a preliminary matter, we would note that this merger is a response to the dramatic changes in our economy generally and in the telecommunications marketplace since passage of the Telecommunications Act of 1996 and implementation of the WTO process regarding telecommunications. The telecommunications companies that are attempting to compete on a national and global basis all recognize that they cannot go it alone, and that they need scale and scope to serve customers and compete effectively in the future. Indeed, the merger of SBC and Ameritech will pave the way for the creation of a U.S.-based global telecommunications provider capable of competing with international carriers around the world. As a result of these changes in our economy and industry, consolidation activity has accelerated since the SBC/Ameritech merger was announced.

No matter which segment of the telecommunications market one looks at, this trend towards the construction or accumulation of national and global networks has accelerated over the last ten months. The acceleration is as clear in the traditional telecommunications services -- local and long distance -- as it is in newer services such as wireless, Internet backbone and paging. Tab A to this letter contains a list of the business transactions -- including mergers, acquisitions, joint ventures and other strategic alliances -- that have been either announced or closed in the communications industry since May 1998. The sheer number of transactions in that eleven month period is simply without precedent. A few points may place it in clearer perspective:

- four of the eight largest long distance carriers have been or are being acquired or merged (MCI, Frontier, LCI, Excel)
- four of the largest wireless carriers have been acquired or have restructured their ownership (Vanguard, AirTouch, 360° and Sprint PCS)
- five of the seven largest cable operators have been acquired or are aggressively acquiring other cable operators (TCI, MediaOne, Comcast, Adelphia and Charter Communications).

Many of these transactions seek to accomplish what SBC and Ameritech are attempting to do -- create a company that competes domestically and globally, providing a full array of telecommunications services, including local, long distance, wireless and

data services. None of these companies were required to participate in as lengthy a process as the Commission is now proposing in order to receive Commission approval for their transactions.

Most, if not all, of the transactions required the Commission's approval for the transfer of certain authorizations held by the acquired entity. A similar issue is before the Commission today, i.e., whether the transfer of certain wireless and wireline licenses held by Ameritech is in the public interest. We believe that the answer is unquestionably yes.

- (1) The merger will not interfere with the companies' willingness and ability to open our local markets fully to competition in accordance with the Telecommunications Act of 1996 (the "Act").

Even competitors opposing the merger have not questioned the billions of dollars spent by SBC and Ameritech to meet our Section 251 obligations, nor have our competitors questioned our *ability* to open our local markets fully to competition. The execution of hundreds of interconnection agreements approved by various state regulators, the fact that each of our operating companies has lost customers to competitors and SBC's establishment of numerous performance measures (approved by the Department of Justice) each demonstrates that our markets are currently open to competition. Indeed, the introduction of "best practices" to all aspects of our business, including our wholesale operations, should significantly improve our ability to serve our wholesale customers, such as CLECs.¹

The Commission can be assured that the merger also will not interfere with the companies' *willingness* and incentive to open our local markets fully to competition. In fact, the merger -- by *enabling* the combined SBC/Ameritech to implement our National-Local Strategy and become a national and global telecommunications provider -- *can only increase our willingness* to open our local markets.

¹ See SBC Communications Inc. and Ameritech Corporation, Description of the Transaction, Public Interest Showing and Related Demonstrations, CC Docket No. 98-141, at 37-42, 46-49 (July 24, 1998) ("SBC/Ameritech Application") (Tab B); Joint Opposition of SBC Communications Inc. and Ameritech Corporation to Petitions to Deny and Reply Comments, CC Docket No. 98-141, at 41 (Nov. 16, 1998) ("SBC/Ameritech Reply"); see also ex parte filings at Tab D.

Specifically, the success of the National-Local Strategy, and ultimately the success of the merger, depends on the ability of the combined SBC/Ameritech to offer a full suite of telecommunications services to our existing in-region customers and to customers across the United States and the globe in the near future. A key component of that suite of services is interLATA service originating in the SBC/Ameritech region. We will not be able to obtain authority to provide such service until we have satisfied the local-market-opening requirements of Section 271 of the Act. Therefore, we have, if anything as a result of the merger, an *increased* incentive to open our local markets expeditiously to competition in order to obtain that authority. That competition, of course, will redound to the benefit of the public. Both Ameritech and SBC have made this point repeatedly in our submissions and in meetings with the staff.²

- (2) The merger has already encouraged and will continue to encourage competition in all telecommunications markets.

There is no question that the merger will create a new and facilities-based competitor in the national and international long distance markets. In addition, by creating another telecommunications carrier with the scope and scale to provide bundled, seamless national and global telecommunications services, the merger will enhance competition in those emerging new markets, both for residential and business customers, and for voice and data services.

Of course, a key element of the 1996 Act was the opening of the local exchange market to competition, and here the merger alone will have significant procompetitive effects. SBC and Ameritech have described in great detail throughout this proceeding how the combination of the new local exchange facilities created by the National-Local Strategy and responses by competing carriers will spur competition not only in the 30 cities initially targeted by the strategy, but also in other areas within and outside the combined SBC/Ameritech service areas.³ The Commission has accepted the representations of management regarding their competitive plans in prior merger reviews (e.g., AT&T/TCG and MCI/WorldCom) and it should give the

² SBC/Ameritech Application at 21-25; SBC/Ameritech Reply at 9-14; and ex parte filings at Tab E.

³ See SBC/Ameritech Application at 21-25; SBC/Ameritech Reply at 19-42; and ex parte submissions at Tab E.

statements of SBC and Ameritech similar treatment here. Critics of the merger may have scoffed initially, but our competitors are doing exactly what we predicted they would -- they are responding to our nationwide plans (and, of course, the changes in our industry that are driving the major telecommunications companies to become national and global providers) with similar forays into each of SBC's and Ameritech's territory. For example, Bell Atlantic has announced its intention to begin offering local exchange service in SBC and Ameritech territory since we announced the merger, and both AT&T and MCI/WorldCom have dramatically expanded their efforts in our local markets, including AT&T's acquisitions of and alliances with the cable providers TCI and Time Warner. Those actions are not a coincidence.

The merger is also directly increasing local competition in the SBC/Ameritech states in other ways. For example, last month SBC and Ameritech agreed that, once the merger is approved, Ameritech will begin providing competitive local service in four cities in Ohio in which it currently does not provide service.

Competition among companies with a broad geographic reach is also increasing because of the merger -- on Monday, April 5, 1999, Ameritech announced that it had agreed to sell its cellular properties in Chicago, St. Louis and surrounding areas of Illinois, northwestern Indiana and Missouri for \$3.27 billion in cash to a venture of GTE and Georgetown Partners, a minority-owned firm based in Washington, D.C. These properties expand the reach of GTE's wireless network, making it more competitive in all areas of the U.S. In addition, GTE will have substantial overlap in its wireless and wireline networks, and would be free (either on its own or once its merger with Bell Atlantic is finalized) to enter the bundled local services market in SBC/Ameritech territories. In GTE's statement announcing its purchase of the Ameritech cellular properties, GTE Chairman Charles Lee specifically pointed out that this acquisition will "... facilitate expansion into the local phone markets in key Midwest cities such as Chicago and St. Louis." This sale further demonstrates that the SBC/Ameritech merger will bring substantial new competition to the Midwest and provide customers the benefits of growth and robust competition in wireless markets.

- (3) The public is already receiving and will continue to receive benefits from the merger and the proposed National-Local Strategy, even given the restrictions of Section 271 of the Act.

In response to points (1) and (2) above, we outlined ways in which the merger is already increasing and will continue to increase competition in all telecommunications markets. That increased competition has already begun to redound to the

benefit of the public. Moreover, most of the increased competition is either independent of Section 271 approval -- such as the expanded entry of AT&T, MCI/WorldCom and Bell Atlantic in the SBC/Ameritech regions or the sale of Ameritech's wireless assets to GTE-- or must take place before Section 271 approval is received.

There are other benefits to consumers. For example, most of the synergies and cost savings identified to date do not depend on 271 approval.⁴ These synergies will immediately benefit the public by speeding up the deployment of new and advanced services, or allowing for the implementation of services that would not otherwise be deployed. In addition, the adoption of "best practices" across both companies will result in improved service for business and residential customers, as Ameritech's experience with centralizing five operating companies' operations and SBC's experience in California have demonstrated.⁵ Finally, the public will clearly benefit from the increased employment that will result from the merger and the implementation of the National-Local Strategy, as demonstrated by the public support of the merger by the AFL-CIO, the Communications Workers of America and the International Brotherhood of Electrical Workers.⁶ All of these benefits will accrue to the public before either company receives a single approval under Section 271.

Moreover, SBC has begun planning and aggressive implementation of the National-Local Strategy. It is putting an experienced management team in place, refining and accelerating the specifics of the plan, and has begun the process of acquiring the capabilities to effectively compete head to head with Bell Atlantic, GTE, BellSouth, U.S. West, AT&T, MCI/WorldCom and others in thirty major markets across the country.⁷

⁴ See SBC/Ameritech Application at 37-49; SBC/Ameritech Reply at 37-43; and ex parte submissions at Tab D.

⁵ See SBC/Ameritech Application at 40-42; SBC/Ameritech Reply at 46-49; and ex parte submissions at Tab F.

⁶ See SBC/Ameritech Application at 42; SBC/Ameritech Reply at 27-28; and union ex parte submissions at Tab G.

⁷ SBC ex parte submissions at Tab E.

- (4) The merger will not adversely affect the Commission's ability to "benchmark" the performance and capabilities of telecommunications carriers in any material way.
-

We have addressed the benchmarking issue in detail at numerous points in this proceeding and demonstrated that the existence of one fewer RBOC would not impede the Commission's ability to regulate, through benchmarks or otherwise.⁸ Once the merger is consummated, the operating entities of SBC and Ameritech will still be reporting, and the Commission will still have access to, all of the categories of data which the entities have previously reported. Moreover, it is clear that as local markets transition to competition, the key benchmarks are not comparisons between RBOCs or even just between BOCs, but comparisons of how an ILEC or BOC treats CLECs vis-a-vis itself and comparisons among all ILECs, both BOC and non-BOC.

At the Commission's February 5, 1999 economists' roundtable, most participants, including independent economists and those testifying against the merger, conceded that the Commission rarely uses RBOC to RBOC comparisons and that the benchmarks used or contemplated by the Commission are implemented and measured at the operating company level. Since the roundtable, SBC and Ameritech have submitted a white paper that analyzes the various benchmarking arguments and specific cases of benchmarking identified to date by merger opponents and Commission staff.⁹ The paper demonstrates that, although they have had months to do so, merger opponents have not yet identified a single instance where a Commission decision has turned on a benchmark from a single RBOC.

The white paper and our conclusions on benchmarking have been presented to Commission staff in a continuing series of meetings that began on March 26. Given the theoretical nature of the opponents' arguments to date, SBC and Ameritech have asked the Commission staff to identify specific areas where they believe that the loss of an RBOC benchmark could or will impair the Commission's regulatory function. We are awaiting their response. Whatever that response, it is difficult to conceive that the Commission's decision on the transfer applications would

⁸ See SBC/Ameritech Application at 80-82; SBC/Ameritech Reply at 53-63; and SBC/Ameritech Benchmarking White Paper at Tab H.

⁹ See Tab H.

turn on whether the staff would need an additional set of data to assist them in making administrative decisions.

Moreover, in connection with the Section 271 process, a comprehensive set of performance measurements (including detailed criteria, monitoring, reporting and enforcement measurements) has been established that make it essentially impossible for SBC's operating companies to engage in any undetectable discrimination against CLECs. Reports of these measurements have been provided on a monthly basis to the Commission and DOJ since March of 1998. SBC and Ameritech have recently committed to the Public Utility Commission of Ohio that similar performance measures will be implemented in that state post-closing. With the availability of this information, the Commission should have no concerns about any attempted discrimination.

- (5) The proposed combinations will serve the Communications Act's public interest mandate by improving overall consumer welfare.

The procompetitive effects of the National-Local Strategy and the merger-related synergies that will also benefit the public are outlined above in Section (3). In addition to those consumer-welfare-enhancing results, there are numerous other public interest benefits that have begun and will continue to flow from this merger. For example, Ameritech's sale of certain of its Midwestern cellular properties to GTE and Georgetown Partners would not have taken place absent the merger. When the sale is finalized, it will be clear that the merger has benefitted the public interest by broadening the ownership of communications properties to include greater diversity from the community. Similar benefits will flow from SBC's providing competition in basic and advanced services to inner city residential customers in the 30 cities targeted under the National-Local Strategy.¹⁰

SBC has a track record of delivering on the public interest benefits that mergers can generate. Since the SBC/Pacific Telesis merger closed in April 1997, Pacific Bell's prices have been reduced by almost \$500 million; the adoption of best practices has led to dramatic improvements in service quality; and jobs and capital

¹⁰ See SBC/Ameritech Reply at 8-10.

spending have increased.¹¹ Moreover, contrary to concerns that the merger would stifle local exchange competition, more than 800 collocation cages were installed by year end 1998, an increase of more than 400% from pre-merger levels.¹²

The merger will improve overall consumer welfare in many other ways as well. It will speed the deployment of new and enhanced services by allowing each company to adopt the other's best practices, by giving Ameritech access to Technology Resources, Inc., and by spreading product development costs across a larger customer base. Moreover, the combination of our international holdings will improve international telecommunications services for U.S. businesses, exert downward pressure on settlement rates and increase the access of U.S. telecommunications manufacturers to foreign markets.

For all these reasons, the merger is unquestionably good for consumers as it will lead to more choices, more and better services, and prices for a wide variety of services that will be lower than they would be without the merger.

As we have said from the day the merger was announced, this transaction is about growth. It is precisely because of the opportunities for growth in employment and the benefits to members of the public, including the affected workers and communities, that our merger has won the support of the AFL-CIO, the Communications Workers of America, the International Brotherhood of Electrical Workers, and the Rainbow/PUSH Coalition¹³ and has been endorsed by dozens of business and consumer leaders, industry analysts and elected officials.

In sum, we believe that the information provided to date demonstrates that the merger is in the public interest and should be approved without conditions. Nonetheless, we are willing to meet with Commission staff to explore the issues that you have identified and to demonstrate that the license transfers before the Commis-

¹¹ See SBC February 23, 1999 ex parte submission (Tab D).

¹² Id. at 17.

¹³ See Tab G.

The Hon. William E. Kennard
April 7, 1999
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sion satisfy your concerns and at the same time protect the value of the transaction for the customers, employees and shareholders of Ameritech and SBC.



Edward B. Whitacre, Jr.

Sincerely,



Richard C. Notebaert

cc: Commissioner Ness
Commissioner Tristani
Commissioner Powell
Commissioner Furchigott-Roth
Kathryn Brown, Office of the Chairman
Thomas Krattenmaker, Office of Plans and Policy
Robert Atkinson, Common Carrier Bureau

TAB	Exhibit
A	Chart of Acquisitions, Joint Ventures and Strategic Partnerships Since May 1998
B	SBC/Ameritech Application
C	SBC/Ameritech Reply
D	Ex Parte Submissions Regarding Best Practices and Synergies
E	Ex Parte Submissions Regarding the National-Local Strategy
F	Ex Parte Submissions Regarding Merger Benefits that are Independent of Section 271 Approval
G	Ex Parte Submissions Supporting the Merger from Labor Unions and Community Groups
H	SBC/Ameritech Benchmarking White Paper and Associated Ex Parte Submissions

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

TABLE 1

Mergers, Acquisitions and Joint Ventures
May 1, 1998 to April 1, 1999

Companies	Date Announced (in parenthesis) or implemented or approved	Company Type	Nature of Transaction	Value at Announcement
Domestic U.S. Local, Long Distance and Integrated Communications Providers ("ICPs")				
Qwest/Icon CMT	(9/14/98)	IXC/ISP	Merger	\$189 million
Bell Atlantic/GTE	(7/28/98)	RBOC/RBOC	Merger	\$53 billion
AT&T/TCI	2/99	ICP/Cable	Merger	\$60 billion
Qwest/LCI	6/98	IXC/IXC	Merger	\$4.8 billion
SBC/Ameritech	(5/11/98)	RBOC/RBOC	Merger	\$62 billion
Level 3/XCOM	(4/98)	CLEC/CLEC	Merger	\$165 million
AT&T/Teleport	(1/98)	ICP/CLEC	Merger	\$11.3 billion
SBC/SNET	12/98	RBOC/ILEC	Merger	\$4.4 billion
WorldCom/MCI	9/98	IXC/ICP	Merger	\$37 billion
Alltel/Aliant	12/98	CLEC/IXC	Merger	\$15 billion
AT&T/Time Warner	(2/1/99)	ICP/Cable	Joint Venture; adds 20 million homes passed to AT&T's local footprint	Unclear, but expected annual revenues are \$4 billion after 3 years
AT&T/Various TCI Affiliates	(1/8/99)	ICP/Cable	Joint Venture; expands total potential homes passed by AT&T to 71 million	Unclear, but exceeds \$10 billion in expected revenues
SBC/Williams	(2/99)	RBOC/IXC	Investment; demonstrates SBC commitment to National/Local plan	\$500 million
Winstar/Lucent	(2/99)	ICP/Equipment Manufacturer	Strategic Relationship	\$2 billion

International Deals				
AT&T/British Telecom	(7/27/98)	ICP/ICP	Joint Venture	\$1.4 billion in assets, \$10 billion in annual revenues
Teleglobe/Excel	(6/14/98)	IXC/IXC	Merger	\$3.3 billion
MCI/Embratel	6/98	ICP/IXC	Merger	\$2.3 billion
AT&T/IBM	12/98	ICP/Computer Services	Asset Acquisition; jump- starts AT&T global data network infra- structure	\$5 billion
MCI/WorldCom/EDS	1/99	ICP/Computer Services	Asset Acquisition; similar to AT&T/IBM; expands MCIW global network	\$7 billion
Cable & Wireless/ MCI	9/98	ICP/ICP	Divestiture of MCI Internet assets	\$1.8 billion
Global Crossing/Frontier	(3/16/99)	IXC/ICP	Merger	\$11.2 billion
Siemens/Argon Networks/Castle Networks	(3/8/99)	Computer equip- ment/data net- works	Acquisitions	Estimated \$250 million
Ameritech/Bell Canada	(3/22/99)	RBOC/ILEC	Strategic Investment	\$3.4 billion

Wireless				
AT&T/Vanguard	(10/5/98)	ICP/Wireless	Merger; fills holes in AT&T's national wireless network	\$2.1 billion
Vodafone/AirTouch	(2/99)	Wireless/Wireless	Merger; creates first global wireless company and first pan-European wireless network	\$50 billion
ALLTEL/360° Communications	7/1/98	CLEC/Wireless	Merger	\$6 billion
American Cellular/PriCellular	6/25/98	Wireless/Wireless	Merger	\$1.3 billion
SBC/Comcast Cellular	(1/20/99)	RBOC/Wireless	Asset Acquisition	\$1.7 billion
Dobson Communications/Sygnel Wireless	(7/98)	Wireless/Wireless	Merger	\$647 million
Cable				
Cox Communications/Community Cable	5/98	Cable/Cable	Asset Acquisition	\$1.14 billion
Microsoft/Comcast	6/30/98	Software/Cable	Investment	\$1 billion
TCI/Charter Communications/Intermedia	(1/28/99)	Cable/Cable/Cable	Asset Acquisition	\$2.4 billion
Adelphia/Frontier Vision Partners	(2/23/99)	Cable/Cable	Merger	\$2.1 billion
Charter Communications/Greater Media	(2/19/99)	Cable/Cable	Asset Acquisition	\$500 million
Charter Comm./Interlink Partners and Refrain Partners	(2/17/99)	Cable/Cable	Asset Acquisition	Not disclosed
Adelphia/Century Communications	(3/5/99)	Cable/Cable	Merger	\$5.2 billion
Comcast/Greater Philadelphia	(2/19/99)	Cable/Cable	Merger	\$281 million
Comcast/Media One	(3/21/99)	Cable/Cable	Merger	\$55 billion

Paging				
Metrocall/AT&T Wireless	10/98	Paging/Paging	Asset Acquisition	\$205 million
Arch/Mobile Media	4/99	Paging/Paging	Acquisition in bankruptcy	?
Bell Atlantic Paging/BAP Acquisition Corp.	(7/98)	Paging/Paging	Asset Acquisition	Undisclosed
TSR Paging/American Paging	(4/98)	Paging/Paging	Acquired 70% interest	?

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ATTACHMENTS:*

- Description of the Transaction
- Agreement and Plan of Merger
- Categories of Ameritech's FCC Authorizations
- Description of the Applicants and Their Existing Businesses
- Affidavit of James S. Kahan (*SBC Senior Vice President describes the National-Local Strategy and the effects of the SBC/Telesis merger*)
- Affidavit of Martin A. Kaplan (*SBC Executive Vice President describes the expected synergies from the SBC/Ameritech merger*)
- Affidavit of Stanley T. Sigman (*President and CEO of SBC Wireless describes SBC's "Rochester experiment" and explains that SBC had no plans to use its wireless platform to provide local exchange service in Ameritech's service territory*)
- Affidavit of Stephen M. Carter (*President of SBC's Special Markets Group describes SBC's efforts to open its local markets to competition*)
- Affidavit of Dennis W. Carlton (*Economist evaluates the competitive consequences of the National-Local Strategy*)
- Affidavit of Richard Schmalensee and William Taylor (*Economists assess the likely effects of the SBC/Ameritech merger on competition*)
- Affidavit of Terry D. Appenzeller (*Ameritech Vice President – Open Market Strategy and Director – Local Competition describes Ameritech's efforts to open its local markets to competition*)

* For ease of reference, each of the attachments is separately labeled and they appear behind the narrative in this Exhibit, in the order listed above. All maps and tables referred to in this narrative appear at, respectively, the tabs labeled "Maps" and "Tables," which are at the end of the attachments.

- Affidavit of Robert Jason Weller (*Ameritech Director of Corporate Strategy discusses how the SBC/Ameritech merger advances Ameritech's strategic objectives and improves its ability to serve its customers*)
- Affidavit of Paul G. Osland (*Ameritech Director of Corporate Strategy explains the background and current status of Ameritech's test involving the resale of local service to residential cellular customers in St. Louis*)
- Affidavit of Francis X. Pampush (*Ameritech Director of Economic and Policy Studies describes the nature and extent of local service competition in Ameritech's region*)
- Affidavit of Wharton B. Rivers (*President of Ameritech Network Services discusses customer service quality objectives*)
- Affidavit of Richard J. Gilbert and Robert G. Harris (*Economists address the consumer effects of the SBC/Ameritech merger*)
- SBC Communications Inc. 1997 Audited Financial Statements
- Maps
 1. 30 Markets Targeted for SBC's National-Local Strategy
 2. SBC/Ameritech Local Service Area
 3. Competitive Networks – Little Rock, Arkansas
 4. Competitive Networks – San Francisco, California
 5. Competitive Networks – San Jose, California
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Merger of
SBC Communications Inc.
and
Ameritech Corporation

***Description of the Transaction, Public Interest Showing
And Related Demonstrations***

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